

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

EXHIBIT 1

1 Kevin W. Coleman (CA SBN 168538)
 2 Christopher H. Hart (CA SBN 184117)
 2 NUTI HART LLP
 3 411 30TH Street, Suite 408
 3 Oakland, CA 94609-3311
 4 Telephone: 510-506-7152
 4 Email: kcoleman@nutihart.com
 5 chart@nutihart.com

5 Talitha Gray Kozlowski (NV SBN 9040)
 6 GARMAN TURNER GORDON LLP
 7 650 White Drive, Suite 100
 7 Las Vegas, NV 89119
 8 Telephone: 725-777-3000
 8 Email: tgray@gtg.legal

9 Counsel for Kavita Gupta,
 10 Chapter 11 Trustee

11 **UNITED STATES BANKRUPTCY COURT**
 12 **DISTRICT OF NEVADA**

13 In re:

14 DESERT LAND, LLC

15 Debtor.

Case No.: BK-S-18-12454-GS

Chapter 11

16 In re:

17 DESERT OASIS APARTMENTS, LLC,

18 Debtor.

Case No.: BK-S-18-12456-GS

Chapter 11

19 In re:

20 DESERT OASIS INVESTMENTS, LLC,

21 Debtor.

Case No.: BK-S-18-12457-GS

Chapter 11

**DECLARATION OF GINA SHELTON
 RE INTERCOMPANY CLAIM**

22
 23 I, Gina Shelton, declare as follows:

24 1. I am a senior staff accountant and bookkeeper with Swecker, Moloney & Moir
 25 CPA's ("SMM"), and have held this position continuously for approximately 30 years. My
 26 business address is 2451 S. Buffalo Drive Ste. 105, Las Vegas, Nevada 89117. Except as
 27 otherwise noted, all statements in this declaration are based on my own personal knowledge and
 28 if called to testify on this matter, I could and would competently testify thereto.

NUTI HART LLP
 411 30TH STREET, SUITE 408
 OAKLAND, CA 94609-3311
 TELEPHONE: 510-506-7152

1 2. From approximately 1996-97 through approximately 2010-2011, SMM provided
 2 bookkeeping and tax preparation services to Desert Land LLC (“DL”) and Desert Oasis
 3 Apartments LLC (“DOA”). I was the person at SMM who was primarily responsible for
 4 inputting entries into the general ledgers maintained for DL and DOA and producing the other
 5 accounting documentation referenced below. All of the accounting records discussed (excluding
 6 Exhibits B and C) herein were prepared by me or others working under my direction in the
 7 ordinary course of providing bookkeeping and tax preparation services to DL and DOA.

8 3. With limited exceptions not relevant here, journal entries made in DL and DOA’s
 9 general ledgers were based on source documentation such as checks and escrow statements
 10 provided to SMM by David Gaffin. After SMM’s bookkeeping and tax preparation services for
 11 a given period were completed, the source documentation would be returned to DL and DOA.

12 4. Counsel for Kavita Gupta, Chapter 11 trustee for the DL and DOA bankruptcy
 13 estates served a subpoena on SMM for the production of documents relating to the origins and
 14 basis for an \$4.5 million debt DOA stated that it owed to DL in the schedule of liabilities filed in
 15 this bankruptcy case. SMM thereafter conducted a diligent search of its records, and to the best
 16 of its knowledge, produced all documents in SMM’s possession, custody, and control sought in
 17 the subpoena. The documents produced totaled 107 pages. Attached hereto as Exhibit A is a
 18 true and correct copy of all of the documents produced in response to the Trustee’s subpoena.

19 5. A working trial balance I prepared for DOA for the period ending December 31,
 20 2000 is included in Exhibit A [at bates page SW0004]. The December 31, 2000 working trial
 21 balance indicates that as of December 31, 1999, DOA was obligated on a note payable to Heller
 22 Financial in the amount of \$5,000,000.00. The amounts reflected as owing by DOA Heller
 23 Financial on the December 31, 2000 working trial balance was based on journal entries that I had
 24 previously made on DOA’s general ledger.

25 6. DOA’s December 31, 2000 working trial balance [SW0004] further indicates that
 26 as of December 31, 2000:

27 a. the amount owed by DOA to Heller Financial had been paid; and
 28 b. a note payable to DL by DOA had increased by \$5,008,060.83.

NUTI HART LLP
 411 30TH STREET, SUITE 408
 OAKLAND, CA 94609-3311
 TELEPHONE: 510-596-7152

1 7. DOA's payment to Heller Financial and the increased liability to DL referenced in
 2 paragraph 6 were also reflected in journal entries entered on DOA's general ledger.

3 8. My hand written notation on the DOA December 31, 2000 working trial balance
 4 indicates that the \$5,008,060.83 credit to the note payable to DL related to "DL escrow
 5 #684232."

6 9. I made the general ledger entries and prepared DOA's December 31, 2000
 7 working trial balance after reviewing an escrow closing statement provided to SMM by Mr.
 8 Gaffin. Counsel for the Trustee has recently provided me with a copy of the Estimated
 9 Borrower's Closing Statement that is attached hereto as Exhibit B. I am advised by the
 10 Trustee's counsel that Exhibit B was among documents produced by Mr. Gaffin in response to a
 11 subpoena served by the Trustee.

12 10. To the best of my recollection, the closing statement I relied on at the time I made
 13 the journal entries and prepared DOA's December 31, 2000 working trial balance [SW0004] was
 14 either the same or substantially similar to the Estimated Borrower's Closing Statement attached
 15 hereto as Exhibit B. (My understanding is that a final closing statement for an escrow can differ
 16 in some respects from an estimated closing statement.)

17 11. DL is identified in Exhibit B as the borrower of the \$41.5 million loaned by Tom
 18 Gonzales. DOA is not identified as a borrower on the Gonzales loan. Exhibit B also indicates
 19 that \$5,028,400.56 of the Gonzales loan proceeds would be disbursed to Heller Financial, which
 20 as noted at that time held a \$5 million loan secured by DOA's real property.

21 12. I interpreted the closing statement I relied on when entering the Heller Financial
 22 mortgage refinance transactions into DOA's general ledger to mean that DL, but not DOA,
 23 borrowed the \$41.5 million from Tom Gonzales. I also interpreted the closing statement to mean
 24 that DOA borrowed the funds used to pay off the Heller Financial mortgage from DL. It was for
 25 that reason that I reflected an amount owing by DOA to DL on the general ledger relating to the
 26 payoff of the Heller Financial mortgage.

27 13. I recently have seen the petition, and schedules of assets and liabilities filed by
 28 DOA in its Chapter 11 bankruptcy case filed on May 31, 2002, Case No. 02-16204, which

1 indicate that DOA at that time owed Tom Gonzales \$41.5 million. A true and correct copy of
2 DOA's May 31, 2002 petition and schedules supplied to me by counsel for the Trustee are
3 attached hereto as Exhibit C. I have also reviewed other documentation provided by counsel for
4 the Trustee indicating that DOA was a co-borrower on the Gonzales loan.

5 14. Had I known when I made the general ledger entries referenced in paragraphs 5
6 through 7 above that DOA had borrowed the \$5,008,060.83 used to pay off the Heller Financial
7 mortgage from Tom Gonzales instead of DL, I would have reflected that liability as owing to
8 Tom Gonzales. I would not have made a journal entry indicating that DOA owed that amount to
9 DL.

10 15. Accordingly, the amount reflected on DOA and DL's general ledgers and the
11 December 31, 2000 working trial balance as being owed by DOA to DL on December 31, 2000
12 was overstated by \$5,008,060.83.

13 I declare under penalty of perjury of the laws of the United States and the State of
14 Nevada that the foregoing is true and correct, and that this Declaration is executed this 27th day
15 of March 2020.

/s/ 
Gina Shelton

Shelton Declaration
Exhibit B
(Estimated Borrower's Closing Statement)

First American Title Company of Nevada
 3760 Pecos McLeod Interconnect, Suite 7 * Las Vegas, NV 89121-4253
 (702) 731-4131

ESCROW NUMBER: 884232
 PROPERTY: Vacant Land
 026 and 162-28-302-001

TODAY'S DATE: 12/06/2000
 CLOSING DATE: 12/06/2000

BORROWERS:
 Desert Land LLC

ESTIMATED BORROWER'S CLOSING STATEMENT

DESCRIPTION	DEBITS	CREDITS
Loan from Tom Gonzales		41,500,000.00
Funds previously received from Tom Gonzalez on 11/22/00	500,000.00	
190-99218 Gonzo Financial	1,867,994.03	
#99-133/Oasis Apartments Heller Financial	5,028,400.56	
Pay off to New World, LLC	5,000,000.00	
Origination Fee 2.000% Tom Gonzales	830,000.00	
Origination fee 1.000% Barry Fieldman	415,000.00	
Interest - 1 yr in advance Tom Gonzales	5,397,493.26	
Sammie Armstrong to #889231	1,350,616.67	
Interest from 11/22/2000 to 12/06/2000 @ \$178.0900/day	2,493.26	
To # 86015 Tivoli	5,219,472.00	
To 833089 FLT Trust	15,852,120.22	
Title Premium - Owners First American Title Co/Nevada	200.00	
Alta Premium - Lenders First American Title Co/Nevada	16,340.00	
County tax/stamps: Deed \$ 6,750.00 Mtg \$	6,750.00	
Recording fees: Deed\$ Mtg\$ 250.00 Releases\$	250.00	
Recon Tracking Fee First American Title	400.00	
Overnight Del/Handling Fee First American Title	95.00	
Inspection Fee First American Title	1,120.00	
Fax/Phone Charges First American Title	105.00	
Escrow Fee First American Title Co/Nevada	2,650.00	
Held For Misc	500.00	
Subtotals	41,500,000.00	41,500,000.00
Balance Due From Borrower		
TOTALS	41,500,000.00	41,500,000.00

Borrower understands the Closing or Escrow Agent has assembled this information representing the transaction from the best information available from other sources and cannot guarantee the accuracy thereof. The Lender involved may be furnished a copy of this Statement.

The undersigned hereby authorizes FIRST AMERICAN TITLE COMPANY to make expenditures and disbursements as shown and approves same for payment. The undersigned also acknowledges receipt of Loan Funds in the amount shown above and receipt of a copy of this Statement.

APPROVED AND ACCEPTED THIS 6/15 Day of December, 2000.

First American Title Company of Nevada

By: Sharon G. Silverberg

Desert Land LLC

Howard Bulloch
 By: Howard Bulloch, Manager

Shelton Declaration

Exhibit C

(Desert Oasis Apartments LLC's Petition and Schedules filed May 31, 2002)

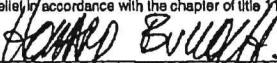
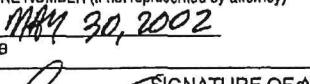
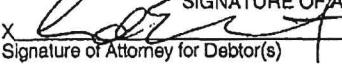
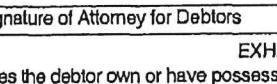
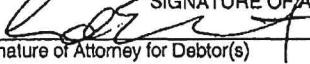
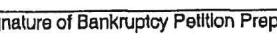
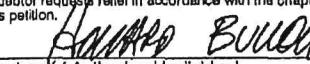
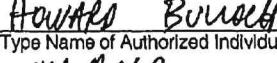
Case 02-16204-bam Doc 1 Entered 05/31/02 16:28:50 Page 1 of 19

ORIGINAL

FORM 1. VOLUNTARY PETITION

United States Bankruptcy Court		VOLUNTARY PETITION
Southern	District of	Nevada
NAME OF DEBTOR - (If individual, enter Last, First, Middle) Desert Oasis Apartments, LLC		NAME OF JOINT DEBTOR (Spouse) (Last, First, Middle)
ALL OTHER NAMES used by the debtor in the last 6 years (Include married, birth, and trade names) none		ALL OTHER NAMES used by the joint debtor in the last 6 years (Include married, birth, and trade names)
SOC SEC/TAX I.D. NO (If more than one, state all) 88-0433777		SOC SEC/TAX I.D. NO (If more than one, state all)
STREET ADDRESS OF DEBTOR (No. and street, city, state and zip code) 7475 W. Sahara Avenue, Suite 100 Las Vegas, NV 89117		STREET ADDRESS OF JOINT DEBTOR (No. and street, city, state and zip code)
COUNTY of residence or principal place of business Clark	PHONE NUMBER 702-948-3344	COUNTY of residence or principal place of business PHONE NUMBER
MAILING ADDRESS OF DEBTOR (If different from Street Address) same		MAILING ADDRESS OF JOINT DEBTOR (If different from Street Address)
LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR (If different from address listed above) n/a		
INFORMATION REGARDING DEBTOR (Check applicable boxes)		
VENUE (Check any applicable box) <p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in the District for 180 days immediately preceding the date of the petition or for a longer part of such 180 days than in any other District.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in the District.</p>		
TYPE OF DEBTOR <p><input type="checkbox"/> Individual <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Community Broker <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Other _____ <input type="checkbox"/> Railroad</p>	CHAPTER OR SECTION OF BANKRUPTCY CODE UNDER WHICH THE PETITION IS FILED (Check one box) <p><input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Sec 304 - Case ancillary to foreign proceeding</p>	
NATURE OF DEBT <p><input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business</p>	FILING FEE (Check one box) <p><input checked="" type="checkbox"/> Filing fee attached <input type="checkbox"/> Filing fee to be paid in installments</p> <p>Installment payments applicable to individuals only. Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.</p>	
CHAPTER 11 SMALL BUSINESS (Check all boxes that apply) <p><input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered as a small business under 11 U.S.C. § 1121(e) (Optional)</p>		THIS SPACE FOR COURT USE ONLY
STATISTICAL/ADMINISTRATIVE INFORMATION (28 U.S.C. § 804) (Estimates only - Check applicable boxes) <p><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</p>		<p>RECEIVED MAY 31 PM 4:22 2002 CLERK UNITED STATES BANKRUPTCY COURT PALESTINE, TEXAS CLERK</p>
ESTIMATED NUMBER OF CREDITORS <p><input type="checkbox"/> 1-15 <input checked="" type="checkbox"/> 16-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1000-over</p>		
ESTIMATED ASSETS (In thousands of dollars) <p><input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> More than \$100 million</p>		
ESTIMATED LIABILITIES (In thousands of dollars) <p><input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> More than \$100 million</p>		

Case 02-16204-bam Doc 1 Entered 05/31/02 16:28:50 Page 2 of 19

VOLUNTARY PETITION PAGE 2 (This page must be completed and filed in every case)		Name of Debtor(s): Desert Oasis Apartments, LLC	FORM B1
PRIOR BANKRUPTCY CASE FILED WITHIN LAST 6 YEARS (If more than one, attach additional sheet)			
Location where filed none	Case Number	Date Filed	
PENDING BANKRUPTCY CASE FILED BY ANY SPOUSE, PARTNER, OR AFFILIATE OF THE DEBTOR (If more than one, attach additional sheet)			
Name of Debtor ROB See attached	Case Number	Date Filed	
Relationship	District	Judge	
SIGNATURES			
SIGNATURE(S) OF DEBTOR(S) (INDIVIDUAL/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. (If Petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7) I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11 United States Code, specified in this petition. X  Signature of Debtor		EXHIBIT A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934 and is requesting relief under Chapter 11) <input checked="" type="checkbox"/> Exhibit "A" is attached and made a part of this petition.	
PHONE NUMBER (If not represented by attorney)  X  Signature of Joint Debtor 702-948-3344 X  Signature of Attorney for Debtor(s)		EXHIBIT B (To be completed by attorney for individual chapter 7 debtor(s) with primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that he, she, or they may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. X  Signature of Attorney for Debtors	
ADDRESS 702-693-4230 TELEPHONE NUMBER 5-31-02 Date		EXHIBIT C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No	
SIGNATURE OF ATTORNEY X  Signature of Attorney for Debtor(s)		SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. §110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document. Printed or Typed Name of Bankruptcy petition Preparer Social Security Number Address Tel. No. Names and Social Security number of all other individuals who prepared or assisted in preparing this document: If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person. X  Signature of Bankruptcy Petition Preparer	
SIGNATURE OF DEBTOR (CORPORATION/PARTNERSHIP) I declare under penalty of perjury that the information provided in this petition is true and correct, and that the filing of this petition on behalf of the debtor has been authorized. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition. X  Signature of Authorized Individual Print or Type Name of Authorized Individual  Title of Individual Authorized by Debtor to File this Petition MAY 30, 2002 Date		A bankruptcy petition preparer's failure to comply with the provision of Title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. § 156.	

Case 02-16204-bam Doc 1 Entered 05/31/02 16:28:50 Page 3 of 19

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re

DESERT OASIS APARTMENTS, LLC

Chapter 11

Debtor

VOLUNTARY PETITION Page 2

PENDING BANKRUPTCY CASES FILED BY AN AFFILIATE OF THE DEBTOR

Desert Land, LLC	Case No:	Filed: May 31, 2002
Relationship: Affiliate	District of Nevada	Judge:

Desert Ranch, LLC	Case No:	Filed: May 31, 2002
Relationship: Affiliate	District of Nevada	Judge:

Case 02-16204-bam Doc 1 Entered 05/31/02 16:28:50 Page 4 of 19

CERTIFICATE OF RESOLUTION

Howard Bulloch, the undersigned Manager of Desert Oasis Apartments, LLC (the "Company"), does hereby certify that the following Resolutions were adopted and they have not been modified or rescinded, and are still in full force and effect:

"RESOLVED, that in the judgment of the Managers, it is desirable and in the best interests of the Company, its creditors, members and other interested parties, that a petition be filed by the Company seeking relief under the provisions of Chapter 11, Title 11 of the United States Code (the "Bankruptcy Code"); and it is

"RESOLVED, that Howard Bulloch and David Gaffin, or either of them, be, and they hereby are authorized to execute and file all petitions, schedules, lists and other papers and to take any and all action which he may deem necessary or proper in connection with the Chapter 11 case, and in that connection to retain and employ Lenard E. Schwartzer as counsel to advise and assist in the successful prosecution of the Chapter 11 case."

Signed on the 31st day of May, 2002.


Howard Bulloch

Form 84 West Group, Rochester, NY

Case 02-16204-bam Doc 1 Entered 05/31/02 16:28:50 Page 5 of 19

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA
DIVISION

In re

DESERT OASIS APARTMENTS LLC

Case No.
Chapter 11

/ Debtor

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 (or chapter 9) case. The list does not include (1) persons who come within the definition of "Insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims.

Name of Creditor and Complete Mailing Address Including Zip Code	Name, Telephone Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who may be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate If Claim Is Contingent, Unliquidated, Disputed, or subject to Setoff	Amount of Claim (If Secured also State Value of Security)
1 None			Value: Net Unsecured:	
2			Value: Net Unsecured:	
3			Value: Net Unsecured:	
4			Value: Net Unsecured:	

Case 02-16204-bam Doc 1 Entered 05/31/02 16:28:50 Page 6 of 19

United States Bankruptcy Court

Southern District of Nevada

IN RE Desert Oasis Apartments, LLC
name of debtorCase No. _____
chapter Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amount from Schedules A and B to determine the total amount of the debtor's assets. Add the amount from Schedules D, E, and F to determine the total amount of the debtor's liabilities.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	AMOUNTS SCHEDULED		
			ASSETS	LIABILITIES	OTHER
A — Real Property			\$41,040,000.00		
B — Personal Property			\$2,150.00		
C — Property Claimed as Exempt					
D — Creditors Holding Secured Claims				\$41,500,000.00	
E — Creditors Holding Unsecured Priority Claims				\$0.00	
F — Creditors Holding Unsecured Nonpriority Claims					
G — Executory Contracts and Unexpired Leases					
H — Codebtors					
I — Current Income of Individual Debtor(s)					
J — Current Expenditures of Individual Debtor(s)					
Total Number of Sheets of ALL Schedules ►					
			Total Assets ►	\$41,042,150.00	
			Total Liabilities ►		\$41,500,000.00

Case 02-16204-bam Doc 1 Entered 05/31/02 16:28:50 Page 7 of 19

Desert Oasis Apartments, LLC

NAME OF DEBTOR

CASE NO.

SCHEDULE A — REAL PROPERTY

Except as listed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, or both own the property by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interest in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claim in the property only in Schedule C
- Property Claimed as Exempt.

(Report also on Summary of Schedules)

Case 02-16204-bam Doc 1 Entered 05/31/02 16:28:50 Page 8 of 19

Desert Oasis Apartments, LLC

NAME OF DEBTOR

CASE NO.

SCHEDULE B — PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife or both own the property by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

TYPE OR PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand				
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Bank of America - General Bank of America - Money Market		\$42,540.00
3. Security deposits with public utilities, telephone companies, landlords, and others.				
4. Household goods and furnishings, including audio, video and computer equipment.		Computer, Copier, desk, 3 chairs		\$1,150.00
5. Books, pictures and other art objects, antiques, stamp, coin, record tape, compact disc, and other collections or collectibles.				
6. Wearing Apparel.				
7. Furs and Jewelry.				
8. Firearms and sports, photographic, and other hobby equipment.				
9. Interests in insurance policies, Name insurance company of each policy and itemize surrender or refund value of each.				
10. Annuities. Itemize and name each issuer.				

Case 02-16204-bam Doc 1 Entered 05/31/02 16:28:50 Page 9 of 19

Desert Oasis Apartments, LLC

NAME OF DEBTOR

CASE NO.

SCHEDULE B — PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
11. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Itemize.				
12. Stock and interests in incorporated and unincorporated businesses. Itemize.				
13. Interests in partnerships or joint ventures. Itemize.				
14. Government and corporate bonds and other negotiable and nonnegotiable instruments.				
15. Accounts Receivable		Tenant rental payments		
16. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.				
17. Other liquidated debts owing debtor including tax refunds. Give particulars.				
18. Equitable or future interest, life estate, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule of Real Property.				
19. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.				
20. Other contingent and unliquidated claim of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.				
21. Patents, copyrights, and other intellectual property. Give particulars.				
22. Licenses, franchises, and other general intangibles. Give particulars.				

Case 02-16204-bam Doc 1 Entered 05/31/02 16:28:50 Page 10 of 19

Desert Oasis Apartments, LLC

NAME OF DEBTOR

CASE NO.

SCHEDULE B — PERSONAL PROPERTY
(Continuation Sheet)

TYPE OR PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
23. Automobiles, trucks, trailers, and other vehicles and accessories.				
24. Boats, motors, and accessories.				
25. Aircraft and accessories.				
26. Office equipment, furnishings, and supplies.				
27. Machinery, fixtures, equipment, and supplies used in business.				
28. Inventory.				
29. Animals.				
30. Crops -growing or harvested. Give particulars.				
31. Farming equipment and implements.				
32. Farm supplies, chemicals and feed.				
33. Other personal property of any kind not already listed, Itemize.				

 continuation sheets attachedPersonal Property Value - Total ➔ \$2,150.00

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

Case 02-16204-bam Doc 1 Entered 05/31/02 16:28:50 Page 11 of 19

NAME OF DEBTOR Desert Oasis Apartments, LLC

CASE NO.

SCHEDEULE D — CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding claims secured by property of the debtor as of the date of filing the petition. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests. List creditors in alphabetical order to the extent practicable. If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C", in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR <input type="checkbox"/> HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Tom Gonzales PO Box 8786 Incline Village, NV 89452	<input type="checkbox"/>	12/15/2000 First Deed of Trust VALUE \$41,500,000.00 acct #	<input type="checkbox"/> contingent <input type="checkbox"/> unliquidated <input type="checkbox"/> disputed	\$41,500,000.00	
	<input type="checkbox"/>		<input type="checkbox"/> contingent <input type="checkbox"/> unliquidated <input type="checkbox"/> disputed		
	<input type="checkbox"/>		<input type="checkbox"/> contingent <input type="checkbox"/> unliquidated <input type="checkbox"/> disputed		
	<input type="checkbox"/>		<input type="checkbox"/> contingent <input type="checkbox"/> unliquidated <input type="checkbox"/> disputed		
	<input type="checkbox"/>		<input type="checkbox"/> contingent <input type="checkbox"/> unliquidated <input type="checkbox"/> disputed		
Subtotal (Total of this page)				\$41,500,000.00	
(Report also on Summary of Schedules) Total (Use only on last page)				\$41,500,000.00	

Case 02-16204-bam Doc 1 Entered 05/31/02 16:28:50 Page 12 of 19

In re - Desert Oasis Apartments, LLC

Case No.

SCHEDULE E — CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name and mailing address, including zip code, and account number, if any of the entities holding priority claims against the debtor or the priority claims against the debtor or the property of the debtor, as of the date of filing of this petition.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor." Include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C", in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Repeat this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPE OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

Extension of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(2)

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$4,000.00 per person earned within 90 days immediately preceding the filing of the original petition, or the cessation of business, which ever occurred first, to the extent provided in 11 U.S.C. § 507(a)(3).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Certain farmers and fisherman

Claims of certain farmers and fishermen up to \$4,000.00 per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(5).

Deposits by individuals

Claims of individuals up to a maximum of \$1,800.00 for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(6).

Alimony, Maintenance, or Support

Claims of spouse, former spouse, or child of the debtor for alimony, maintenance, or support, to the extent provided in 11 U.S.C. § 507(a)(7).

Taxes and certain other debts owed to governmental units.

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

Commitments to Maintain the Capital of an Insured Depository Institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

* Amounts are subject to adjustment on April 1, 1988, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

_____ continuation sheets attached

Case 02-16204-bam Doc 1 Entered 05/31/02 16:28:50 Page 13 of 19

In re - Desert Oasis Apartments, LLC

Case No.

SCHEDULE F — CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C", in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this Schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding unsecured non priority claims to report on this Schedule F.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
f11	<input type="checkbox"/>		<input type="checkbox"/> contingent <input type="checkbox"/> unliquidated <input type="checkbox"/> disputed	
f12	<input type="checkbox"/>	acct #	<input type="checkbox"/> contingent <input type="checkbox"/> unliquidated <input type="checkbox"/> disputed	
f13	<input type="checkbox"/>	acct #	<input type="checkbox"/> contingent <input type="checkbox"/> unliquidated <input type="checkbox"/> disputed	
f14	<input type="checkbox"/>	acct #	<input type="checkbox"/> contingent <input type="checkbox"/> unliquidated <input type="checkbox"/> disputed	
f15	<input type="checkbox"/>	acct #	<input type="checkbox"/> contingent <input type="checkbox"/> unliquidated <input type="checkbox"/> disputed	

continuation sheets attached

(Report also on Summary of Schedules) Total (Use only on last page of completed Schedule F.)

Subtotal (Total of this page) ➡

➡

Case 02-16204-bam Doc 1 Entered 05/31/02 16:28:50 Page 14 of 19

In re - Desert Oasis Apartments, LLC

Case No.

SCHEDULE G — EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchase," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described.

NOTE: A party listed on this schedule will not receive notice of the filing of this case unless the party is also scheduled in the appropriate schedule of creditors.

Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.

Case 02-16204-bam Doc 1 Entered 05/31/02 16:28:50 Page 15 of 19

In re - Desert Oasis Apartments, LLC

Case No.

SCHEDULE H — CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedule of creditors. Include all guarantors and co-signers. In community property states, a married debtor not filing a joint case should report the name and address of the nondebtor spouse on this schedule. Include all names used by the nondebtor spouse during the six years immediately preceding the commencement of this case.

Check this box if debtor has no codebtors.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF CODEBTOR	NAME AND MAILING ADDRESS, INCLUDING ZIP CODE OF CREDITOR

Case 02-16204-bam Doc 1 Entered 05/31/02 16:28:50 Page 16 of 19

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re

DESERT OASIS APARTMENTS, LLC

Chapter 11

Debtor

VERIFICATION OF CREDITOR MATRIX

The above-named Debtor, by and through its Manager, hereby verifies that the attached list of creditors is true and correct to the best of his knowledge.

Dated: May 31, 2002

Howard Bulloch
Howard Bulloch

Case 02-16204-bam Doc 1 Entered 05/31/02 16:28:50 Page 17 of 19

Desert Oasis Apartments, LLC
7475 West Sahara Ave.
Suite 100
Las Vegas NV 89117

Lenard E. Schwartzer, Esq.
Schwartzer & McPherson Law Firm
3800 Howard Hughes Parkway
Suite 1100
Las Vegas NV 89109

Case 02-16204-bam Doc 1 Entered 05/31/02 16:28:50 Page 18 of 19

C. Tom Gonzales
TG Holdings
110 Mason Circle
Suite A
Concord CA 945--

U.S. Trustee
600 Las Vegas Blvd. So.
Suite 430
Las Vegas NV 89101

Department of Employment Training
& Rehabilitation, Employment
Security Div, Contributions Section
500 East Third Street
Carson City NV 89713-0030

Department of Motor Vehicles
and Public Safety
Records Section
555 Wright Way
Carson City NV 89711-0250

Employers Insurance Co. of NV
Attn: Bankruptcy Desk
515 East Musser Street
Carson City NV 89710

NV Dept of Taxation
Bankruptcy Division
555 East Washington, #1300
Las Vegas NV 89101

Internal Revenue Service
Attn: Bankruptcy Unit
4750 West Oakey
Las Vegas NV 89102

Case 02-16204-bam Doc 1 Entered 05/31/02 16:28:50 Page 19 of 19

NV Department of Taxation
Revenue Division
Capitol Complex
Carson City NV 89710-0003

Office of Labor Commissioner
555 East Washington Ave.
Suite 4100
Las Vegas NV 89101

U.S. Attorney
District of Nevada
323 Las Vegas Blvd. South
Suite 5000
Las Vegas NV 89101

District Counsel, IRS
4750 West Oakey, #403
Las Vegas NV 89102

Clark County Treasurer
c/o Bankruptcy Clerk
500 South Grand Central Parkway
Post Office Box 551220
Las Vegas NV 89155-1220

Clark County Assessor
c/o Bankruptcy Clerk
500 South Grand Central Parkway
Post Office Box 551401
Las Vegas NV 89155-1401